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TREISER, KOBZA & VOLPE, CHTD.

ATTORNEYS AT LAW

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April 9, 1996

Thomas A. Collins, II *
Kent A. Johnson **
Catherine H. Kidon
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Stanley J. Leberfarb
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Richard M. Treiser
Michael J. Volpe

Richard A. Shupack †
of Counsel

* Also admitted in Kentucky

** Also admitted in Iowa

† Also admitted in Michigan

† Board Certified
Tax Attorney

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

RECORDED & INDEXED
-04/16/96- 01040- 014
***\$122.50 ***\$122.50

Re: **BOYCECO, Inc.**
Our File Number: 3319.001

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for BOYCECO, Inc. together with our firm check in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning
Leslie L. Browning
Legal Assistant
/lib

Enclosures

ARTTB:JEM

FILED
96 APR 16 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature/initials

**ARTICLES OF INCORPORATION
OF
BOYCECO, INC.**

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. Name:

The name of this Corporation is **BOYCECO, INC.**

2. Duration:

The period of its duration is perpetual.

3. Purpose and Powers:

This Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

4. Capital Stock:

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) shares with a par value of ONE (\$1.00) DOLLAR and shall be classified as follows:

Series A Voting Stock - Seven Thousand Five Hundred (7,500)
Shares

5. Initial Registered Office and Agent:

The Street address of the initial registered office of the Corporation is The Northern Trust Bank Building, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940, and the name of its initial registered agent at such address is **MICHAEL J. VOLPE, Esquire.**

6. Place of Business:

The principal of business of this Corporation shall be located at The Northern Trust Bank Building, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this Corporation.

7. Board of Directors:

The business of this Corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-laws of the Corporation.

The name and address of the initial Director of this Corporation is:

Mr. Michael J. Volpe
Attorney at Law
The Northern Trust Bank Building
4001 North Tamiami Trail, Suite 330
Naples, Florida 33940

8. Officers.

The name and post office address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporation By-laws are as follows:

Gregory J. Boyce
President/Treasurer
333 Grange Road
Guelph, Ontario, Canada N1E 6Y2

Barbara L. McKinstry
Vice President/Secretary
333 Grange Road
Guelph, Ontario, Canada N1E 6Y2

9. Incorporator.

The name and address of the Incorporator signing these Articles of Incorporation is **Michael J. Volpe**, Attorney at Law, The Northern Trust Bank Building, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940.

10. Bylaw Amendment.

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

11. Indemnification.

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

12. Informal Action of Directors.

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

13. Grant of Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

14. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.

15. Amendment of Articles

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this _____ day of April, 1996.

Michael J. Volpe
MICHAEL J. VOLPE

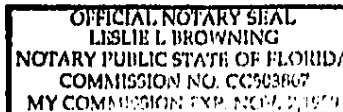
STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of April, 1996, by **MICHAEL J. VOLPE**, who is (personally known to me) or has produced (driver's license/picture identification) and who (did/did not) take an oath.

Leslie L. Browning
NOTARY PUBLIC (SEAL)

Typed or printed name

My Commission Expires: _____
My Commission Number is: _____



Articles of Incorporation
prepared by:

MICHAEL J. VOLPE, ESQUIRE
TREISER, KOBZA & VOLPE, CHARTERED
4001 Tamiami Trail North, Suite 330
Naples, Florida 33940
(813) 649-4900

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **BOYCECO, INC.**, desires to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at The Northern Trust Bank Building, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940, and has named **MICHAEL J. VOLPE, Esquire**, whose office address is The Northern Trust Bank Building, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



MICHAEL J. VOLPE, Esq.

FILED
95 APR 16 AM 10:53
CLERK OF STATE
TALLAHASSEE, FLORIDA